

RECORD OF PROCEEDINGS

UPPER YAMPA WATER CONSERVANCY DISTRICT
BOARD OF DIRECTORS BOARD GOVERNANCE COMMITTEE MEETING
JANUARY 9, 2020 1:30 pm
MOUNTAIN VALLEY BANK COMMUNITY ROOM
2220 CURVE PLAZA, STEAMBOAT SPRINGS, CO

MINUTES

Board Governance Committee members present were Directors Ken Brenner, Bob Woodmansee, and Web Jones. General Manager Kevin McBride, Communications & Marketing Manager Holly Kirkpatrick and Ryan Golten, Consensus Building Institute (facilitator) were also present.

The following agenda was proposed:

Purpose of the meeting:

- Finalize draft strategic plan
- Refine governance recommendations for Board consideration

Welcome and preliminaries (1:30-1:45)

- Approve previous meeting minutes
- Agenda review, confirm today's plan, any outstanding business

Refine/adopt Strategic Plan (1:45-3:00)

- Discuss final edits to draft strategic plan

Discuss Governance items and recommendations (3:00-4:15)

- Review first draft of board governance manual

Wrap Up and Action Items (4:15-4:30)

- Next steps and timeframes

Preliminaries. Ryan Golten, facilitator, reviewed the purpose and agenda for the meeting.

Plan for refining/adopting final Strategic Plan. The Committee did a final review and edit of the entire document. It discussed recent suggestions from the December Board meeting and received from the public, which were reflected by staff in the new draft. Based on the few public comments received, staff proposed edits to phrasing and tone but not much substance. The final suggested edits from today's Committee meeting will be reflected in a red-lined draft that the Board will review, finalize and hopefully adopt at the January 15 Board meeting. It now includes language that the Plan should be considered a living document. The Committee advises it be reviewed regularly, possibly with brief annual reviews and more thorough re-evaluation every few or several years.

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Board Governance and Board Policy Handbook. The Committee feels this handbook or manual will be a useful tool to clarify roles and responsibilities for Board members and between Board and staff and Board, prepare new Board members, provide guidance for Board meetings, and share with the public what to expect from this Board.

Regarding the draft in today's packet, Bob Weiss did an initial substantive review and edit of the Board handbook template provided by the Committee at the December Committee meeting, with instructions for his initial edits. Based on the guidance below, the Committee asked Ryan to review and update the current draft and email a red-lined and clean draft to Committee members on Friday 1/17, along with the 2019 '360 Assessment' and 'Draft Guiding Principles/Procedures,' for the Committee to review and be prepared to discuss at the next Committee meeting. These past drafts will not be printed, but Ryan or Holly will identify where Board members can find these in their Committee binders.

- Shorten redundancies and extraneous verbiage where possible
- Shorten agenda-setting portions to be more clear and concise
- Omit self-evident language that doesn't provide actual guidance
- Keep Chapters generally as they are, but omit/reduce Chapter 2 (Board Member interaction) and Chapter 5.
 - Consider whether a separate Code of Conduct is needed
 - The document should be aspirational guidance document – avoid the word 'shall,' so as not to confuse this document as creating legal responsibilities.
 - Omit as much as possible that's already in the bylaws, except to provide overall descriptions of roles and refer to the bylaws.

Wrap Up and Actions Items. Staff will include the Strategic Plan updates in the packet for the January 15 Board meeting. The governance Committee will meet Thursday January 19 at 12-2:30 in the District offices.

Determination of future meetings. Committee will meet January 23, 2020, 12:00 pm – 2:00 pm, at the District Office, 2220 Curve Plaza Ste. 201, Steamboat Springs, CO.

I certify that the foregoing constitutes a true and correct summary of the proceedings at the above referenced meeting.



Kevin McBride, District Secretary/Manager

Date: 2/28/2020